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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VERMILLION HOMEOWNERS ASSOCIATION, INC.,
a corporation not for profit**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Vermillion Homeowners Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 4014 Gunn Highway, Suite 250, Tampa, Florida 33624, which shall be the initial registered office of the Association.

ARTICLE III
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain tract of property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of Vermillion, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pasco County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

EXHIBIT "C"

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ARTICLE IV
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) directors nor more than seven (7), who need not be members of the Association (the "Board"). The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Chuck Cusmano - 4014 Gunn Highway, Suite 250, Tampa, Florida 33624

Tom Prince - 4014 Gunn Highway, Suite 250, Tampa, Florida 33624

Stanley Tucker - 4014 Gunn Highway, Suite 250, Tampa, Florida 33624

The manner in which the directors are elected or appointed is as stated in the bylaws.

ARTICLE V
REGISTERED AGENT

Stanley Tucker whose address is 4014 Gunn Highway, Suite 250, Tampa, Florida 33624, is hereby appointed the initial registered agent of the Association.

ARTICLE VI
POWERS OF THE ASSOCIATION

The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

ARTICLE VII
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VIII
VOTING RIGHTS

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The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners of any lot shown upon any recorded plat of the Property (the "Lot" or "Lots"), excluding Declarant. Each Class A member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to such a Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

- A. The total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- B. Ten (10) years from the date of the original recording of the Declaration in the public records of Pasco County, Florida; or
- C. At the election of the Declarant (whereupon the Class A members shall be obligated to elect the Board and assume control of the Association).

ARTICLE IX
DISSOLUTION

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would

comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XI
AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XII
BYLAWS

The bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XIII
HUD/VA APPROVAL

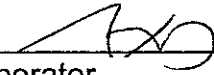
As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, the following actions will require the prior approval of HUD or VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution of the Association, and amendment of these Articles of Incorporation.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

Stanley Tucker - 4014 Gunn Highway, Suite 250, Tampa, Florida 33624

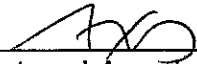
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 16th day of March 2000.



Incorporator Stanley Tucker

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.



Registered Agent Stanley Tucker

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